

# COPY

Attorney or Party Name, Address, Telephone & Fax Numbers, and California State Bar Number David I. Brownstein (310) 229-1234 LEVENE, NEALE, BENDER, RANKIN & BRILL 1801 Avenue of the Stars, Suite 1120 Los Angeles, CA 90067	FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center; margin: 10px;"> <b>FILED</b>   <b>DEC 21 2001</b> </div> <div style="font-size: small; text-align: center;">             CLERK, U.S. BANKRUPTCY COURT              CENTRAL DISTRICT OF CALIFORNIA              BY Deputy Clerk           </div>
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re:  MARK'S C.P.A. REVIEW COURSE, INC.   <div style="text-align: right;">Debtor(s).</div>	CASE NO.:  SV 01-14335 KL

## NOTICE OF SALE OF ESTATE PROPERTY

<b>Sale Date:</b> <u>January 15, 2002</u>	<b>Time:</b> <u>10:00 a.m.</u>
<b>Location:</b> <u>21041 Burbank Blvd., Woodland Hills, CA</u>	

Type of Sale:      Public                  Private                  Last date to file objections: January 1, 2002

Description of Property to be Sold: See Exhibit "A", attached hereto

Terms and Conditions of Sale: See Exhibit "B", attached hereto

Proposed Sale Price: \$23,000

Overbid Procedure (If Any): See Exhibit "C", attached hereto

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

Contact Person for Potential Bidders (include name, address, telephone, fax and/or e-mail address):

David I. Brownstein  
Levene, Neale, Bender, Rankin & Brill  
1801 Avenue of the Stars, Suite 1120  
Los Angeles, CA 90067  
Telephone: (310) 229-1234

Date: December 21, 2001

1. Copyrights for a 4-volume set of CPA review textbooks. These CPA review textbooks were last updated approximately 18 months ago. The textbooks are available in electronic form.

2. Copyrights for a 4-volume set of abbreviated CPA review textbooks, used for a "cram" course. The textbooks are available in electronic form.

3. Copyrights for a comprehensive videotaped CPA review course consisting of approximately 80+ hours. The videotape course is available on video masters.

4. Copyrights on a 20-hour CD-ROM "cram" course. The CD ROMs are available as masters.

5. Rights to The Mark's C.P.A. Review Course web page and associated URL addresses.

EXHIBIT A

**B. Terms of the Sale.**

6. After obtaining several competing bids and back and forth bidding between two interested purchasers, the Trustee accepted a bid from e-Review, Inc. for the amount of \$23,000.

7. The Trustee has agreed to sell, and e-Review, Inc. has agreed to buy, the Estate's interest in the following assets (the "Assets"):

a. Copyrights for a 4-volume set of CPA review textbooks. These CPA review textbooks were last updated approximately 18 months ago. The textbooks are available in electronic form.

b. Copyrights for a 4-volume set of abbreviated CPA review textbooks, used for a "cram" course. The textbooks are available in electronic form.

c. Copyrights for a comprehensive videotaped CPA review course consisting of approximately 80+ hours. The videotape course is available on video masters.

d. Copyrights on a 20-hour CD-ROM "cram" course. The CD ROMs are available as masters.

e. Rights to The Mark's C.P.A. Review Course web page and associated URL addresses.

for the total purchase price of \$23,000 (the "Purchase Price"), as is, where is, with no representations or warranties, free and clear of all liens, and pursuant to 11 U.S.C. §§ 363 (b) and (f).

In order to make sure that the Trustee achieves the highest price for the Estate's interest in the Assets, the Trustee will conduct an open auction for the Assets directly outside the Courtroom one hour prior to the hearing on the Motion. Accordingly, any party wishing to submit an offer to the Trustee for the Assets in excess of the offer submitted by e-Review, Inc. as set forth in this Notice and Motion must (i) appear at 10:00 on January 15, 2002, outside of Courtroom "301", located at 21041 Burbank, Blvd., Woodland Hills, California, and submit an offer of at least \$25,000, (ii) bring with them a cashier's check in the amount of at least \$25,000, and (iii) bring with them a means of payment for any amount in excess of \$25,000. e-Review, Inc. will also be entitled to increase the amount of its proposed purchase price in the event of an overbid.

EXHIBIT C